

CONSTITUTION

NAME

1. The name of the Association shall be "The Friends of Southampton's Museums, Archives and Galleries. It is hereinafter referred to as "the Association".

- (a) Individual
- (b) Family
- (c) Institutional
- (d) Corporate

OBJECTS AND POWERS

2. The object of the Association shall be the advancement of public appreciation of arts and crafts by the promotion, support, assistance and improvement of Southampton's Museums, Archives and Galleries (hereinafter referred to as "the Museums") in co-operation with their managements and staff.

3. In furtherance of this object, but not otherwise, the Association may:

- (a) raise money and invite and receive contributions to be applied to the Museums' projects subject to clause 4;
- (b) generally further the charitable purposes of the Museums and encourage the development of the facilities which they afford;
- (c) appoint delegates and representatives and subscribe to any other bodies with whom the Association may be concerned;
- (d) engage in, support and co-ordinate research, publishing, education, advertising and other charitable work for the furtherance of the said object;

4. The Association shall not engage in any substantial permanent trading activities in raising funds for its charitable objects and shall conform to any relevant requirements by law.

5. The day-to-day running of the Association shall be under the management of a Committee.

MEMBERSHIP

6. There shall be four categories of membership:

7. Family membership shall be open to any family of one or two parents and any number of children under the age of 18 living at the same address. Where any of the following provisions of this Constitution refers to a member, in relation to family membership the reference means each such parent.

8. Institutional membership shall be open to any formally constituted association, society, school or college. Where any of the following provisions of this Constitution refers to a member, in relation to institutional membership the reference means a person nominated by an institutional member to act on its behalf.

9. Corporate membership shall be open to any company or business at the discretion of the Committee. Where any of the following provisions of this Constitution refers to a member, in relation to corporate membership the reference means a person nominated by a corporate member to act on its behalf.

10. Any other class or classes of membership may be considered by the Committee and recommended to the Annual General Meeting for approval.

11. All applications for membership shall be made to the Secretary or other appropriate Officer of the Association. The Committee may at their discretion exclude or remove from membership any person who for any reason is considered by the Committee to be unsuitable to be a member of the Association. Any person so removed from membership shall have the right to appeal to the Committee against such removal and the Committee may, in their absolute discretion, accept or reject such appeal, giving their reasons.

COMMITTEE

12. The Committee shall consist of the following Honorary Officers and other Members:

- (a) a Chairman, who shall be responsible for ensuring that proper minutes of all

meetings are kept by the Secretary or any other appropriate person.

- (b) a Vice-Chairman;
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) not more than six Ordinary Members;
 - (f) not more than four Ex-Officio Members;
13. (a) Each Officer shall be elected at the Annual General Meeting (AGM) to serve for a period of one year. Any Officer shall be eligible for re-election, except that no Officer shall serve continuously in one post for more than three years and may not be re-elected to the same post until after an interval of three years.

- (b) Each Ordinary Member shall be elected at the AGM to serve for a period of up to three years, and shall be eligible for re-election for one further period of up to three years. An Ordinary Member who has served for two periods may not be re-elected as an Ordinary Member until after an interval of one year.
- (c) The terms of office of the Ordinary Members shall be arranged at the time of their election so that two Ordinary Members retire each year.

14. Every elected Member of the Committee must be a paid-up member of the Association.
15. There shall be not more than four ex-officio voting Members of the Committee, nominated by and from the full-time management of the Museums.
16. The Committee may co-opt not more than four additional persons as observer Members of the Committee who shall have no vote in the Committee.
17. Each Member of the Committee, except co-opted observer Members, shall have one vote. In the event of a tie, the Chairman shall have a second or casting vote.

COMMITTEE – POWERS AND DUTIES

18. The Committee shall have the general management and direction of the funds and affairs of the Association, and in particular (but without prejudice to the generality of the foregoing) may:

- (a) subscribe to another organisation or body, and nominate any member of the Association to serve as its representative on that organisation or body;
- (b) pay the whole or part of reasonable and proper expenses of any Member of the Committee in or about the execution of any function or duty on behalf of the Association.
- (c) make, and from time to time vary, Rules for the Association which are not inconsistent with this Constitution.
- (d) fill casual vacancies in its membership by additional co-options. Any person so co-opted shall retire at the next AGM but shall be eligible for election.

SUBSCRIPTIONS

20. The rates of annual subscriptions for the different categories of membership of the Association, including any applicable concessions, shall be set by vote at the AGM.
21. Annual subscriptions shall become due on the first day of January each year. Members whose subscriptions are three months in arrears shall be automatically excluded from membership.

FINANCE

22. The financial Year shall run from 1 September to 31 August.
23. All funds and assets in the possession of the Association shall be held, paid out, and applied as the Committee may direct in furtherance of the objects of the Association. Pending such direction all funds shall be held in a separate bank account (or accounts) in the name of the Association with such bankers as the Committee may from time to time direct.
24. All cheques drawn on such bankers shall be signed by any two of the Officers. All documents requiring endorsement shall be sufficiently endorsed if signed by any one of them.
25. The Committee may invest such funds as are not required to be immediately available for meeting the Association's liabilities. Such investment may be in gilt-edged securities or on deposit with a bank or building society, or in such other investments authorised by law for charities as the Committee may decide after taking appropriate professional advice.

26. An auditor or auditors, who need not be members of the Association, shall be appointed at the AGM provided that such an auditor or auditors shall not be Members of the Committee.

MEETINGS

Annual General Meeting

27. The AGM of the Association, of which not less than 30 day's notice shall be given to all members by the Secretary, shall be held within a period of 12 weeks from the end of August.
28. The business of the AGM shall be:
- (a) to receive reports from the Chairman and Officers;
 - (b) to receive and approve the annual accounts and to appoint Auditors;
 - (c) to set the levels of subscriptions for the following year;
 - (d) to elect the Officers and other Members of the Committee;
 - (e) to consider any other business of which due notice has been given in writing to the Secretary not less than ten days before the date of the meeting.

Other General Meeting

29. The Committee may at any time, and shall within 28 days of receiving a request in writing from any twenty members, convene a Special General Meeting. Not less than 14 days' notice, specifying the business to be transacted, shall be given by the Secretary to each member.

Committee Meetings

30. Committee Meetings shall be held at least three times in each year or more frequently if the Committee deem necessary.

Quorum

31. A quorum shall consist:
- (a) at a General Meeting, of one tenth of the paid-up members.
 - (b) at a Committee Meeting, of one third of the elected Members of the Committee.
32. In the event that the AGM does not attract a quorum, the Committee shall be empowered to approve any proposed changes that normally require the approval of the AGM, provided that

- (a) notice of such proposed changes had been given to the membership in the calling notice of the aborted AGM.
- (b) the changes are ratified at a Special General Meeting to be called within four months of the aborted AGM.

Chairman of meeting

33. In the absence of the Chairman and the Vice Chairman at any meeting, those attending shall elect a Chairman for the meeting from among their number.

Notice of Meeting

34. Notices to members shall be deemed sufficiently served if sent by ordinary post, or hand-delivered by an authorised member of the Association, to the address of the member registered in the records of the Association.

AMENDMENTS

35. No alteration may be made to this Constitution except by and with the authority of a resolution passed by a majority of members present and voting at a General Meeting. Any proposal for amendment shall be made in writing and be in the hands of the Secretary not less than fourteen days before the minimum period of the notice of the meeting at which the resolution is to be brought forward. No alterations may be made to Clauses 2, 3, 4, 35 36, or 37 without the prior consent in writing of the Charity Commission of England and Wales.
36. No alteration may be made to this Constitution which would cause the Association to cease to be a charity in law.

WINDING UP

37. The Association may be dissolved by a resolution passed by a two-thirds majority of those present and voting at a Special General Meeting held in accordance with the provisions of this Constitution. Thereafter the Committee shall pay the surplus funds of the Association to such other charitable institution or institutions as the Committee shall determine after consultation with the Museums and with approval of the Charity Commission of England and Wales.